

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

ROMAN SLEDZIEJOWSKI,

Debtor.

Chapter 7

Case No. 13-22050 (RDD)

In re:

INNOVEST HOLDINGS, LLC,

Debtor.

Chapter 7

Case No. 13-22748 (RDD)

MARIANNE T. O'TOOLE, as Chapter 7 Trustee of the estate
of Roman Sledziejowski,

Plaintiff,

-against-

MYPLACE DEVELOPMENT SP. Z O.O., MYPLACE
DEVELOPMENT SP. Z O.O. S.K.A., SEBASTIAN
TOMASZ KULCZYK, KULCZYK REAL ESTATE
HOLDING S.A.R.L., KULCZYK INVESTMENTS SA,
KULCZYK HOLDING SA, TWS INVESTMENT
PARTNERS LLC, JOHN DOE "1" THROUGH "100", JANE
DOE "1" THROUGH "100", JOHN DOE CORPORATIONS
"1" THROUGH "100", and OTHER JOHN DOE ENTITIES
"1" THROUGH "100",

Defendants.

Adv. Pro. No. 15-8207 (SHL)

MARIANNE T. O'TOOLE, as Chapter 7 Trustee of the estate
of Innovest Holdings, LLC,

Plaintiff,

-against-

MYPLACE DEVELOPMENT SP. Z O.O., MYPLACE
DEVELOPMENT SP. Z O.O. S.K.A., SEBASTIAN
TOMASZ KULCZYK, KULCZYK REAL ESTATE
HOLDING S.A.R.L., KULCZYK INVESTMENTS SA,
KULCZYK HOLDING SA, TWS INVESTMENT
PARTNERS LLC, JOHN DOE "1" THROUGH "100", JANE
DOE "1" THROUGH "100", JOHN DOE CORPORATIONS
"1" THROUGH "100", and OTHER JOHN DOE ENTITIES
"1" THROUGH "100",

Defendants.

Adv. Pro. No. 15-8208 (SHL)

**DECLARATION OF MICHAEL S. ELKIN IN SUPPORT OF
CERTAIN DEFENDANTS' MOTION TO DISMISS AMENDED COMPLAINTS**

Pursuant to 28 U.S.C. § 1746, I, Michael S. Elkin, declare as follows:

1. I am a partner at the law firm of Winston & Strawn LLP, counsel to the defendants MyPlace Development SP. Z O.O., MyPlace Development SP. Z O.O. S.K.A., Sebastian Kulczyk, Kulczyk Real Estate Holding S.A.R.L., Kulczyk Investments S.A., and Kulczyk Holding S.A. (the "Certain Defendants") in the above-captioned adversary proceedings. I submit this declaration in support of the Certain Defendants' motion to dismiss the Amended Complaints filed in each such action.

2. Attached hereto are true and accurate copies of the following documents:

Exhibit A: Loan Agreement dated November 1, 2007 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o.

Exhibit B: Loan Agreement dated April 22, 2008 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o. S.K.A.

Exhibit C: Loan Agreement dated July 19, 2008 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o. S.K.A.

Exhibit D: Assignment Agreement of December 3, 2009, made by TWS Investment Partners LLC to Kulczyk Real Estate Holdings S.à.r.l of the Loan Agreement dated November 1, 2007 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o.

Exhibit E: Assignment Agreement of December 3, 2009, made by TWS Investment Partners LLC to Kulczyk Real Estate Holdings S.à.r.l of the Loan Agreement dated April 22, 2008 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o.

Exhibit F: Assignment Agreement of December 3, 2009, made by TWS Investment Partners LLC to Kulczyk Real Estate Holdings S.à.r.l of the Loan Agreement dated July 19, 2008 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o.

Exhibit G: Share Sale Agreement dated December 3, 2009 between Kulczyk Real Estate Holding S.à.r.l. and Roman Śledziejowski

Exhibit H: Share Sale Agreement dated December 3, 2009 between Kulczyk Real Estate Holding S.à.r.l. and Roman Śledziejowski

Exhibit I: Certificate Regarding Corporate Status of TWS Investment Partners LLC

Dated: October 14, 2015
New York, New York



Michael S. Elkin